

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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US AIRWAYS, INC.,

Plaintiff,

-against-

SABRE HOLDINGS CORP, et al.,

Defendants. :
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USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: _____ DATE FILED: <u>2/10/16</u>

11 Civ. 2725 (LGS)

ORDER

LORNA G. SCHOFIELD, District Judge:

WHEREAS, on September 11, 2015, Plaintiff filed a motion for leave to file a proposed Third Amended Complaint, which would restore the damages it sought prior to the filing of the Second Amended Complaint.

WHEREAS, by Opinion and Order dated December 8, 2015 (“December 8 Opinion”), Plaintiff’s motion was granted on the condition that Plaintiff reimburse Defendants for certain enumerated costs, including attorneys’ fees, to ameliorate prejudice to Defendants.

WHEREAS, by declaration executed on January 8, 2016, Defendants stated that its aggregate costs, including attorneys’ fees, for the recoverable items in the December 8 Opinion was \$6,416,792.50.

WHEREAS, by letter dated January 11, 2016, Plaintiff requested that: (i) Defendants be required to provide the breakdown of its claimed expenses; (ii) Plaintiff be given the opportunity to review and critique Defendants’ methodology and apportionment; and (iii) Plaintiff be permitted to file its Third Amended Complaint in the meantime.

WHEREAS, by Order dated January 19, 2016, Defendants were required to provide a breakdown of the claimed amount in camera and under seal no later than January 26, 2016. Plaintiff’s application was otherwise denied.

WHEREAS, on January 26, 2016, Defendants submitted the required material in camera.

WHEREAS, by Order dated February 1, 2016, Defendants were required to provide by February 8, 2016, a further explanation of the last cost category on page one of the January 26 submission. This order permitted Defendants to make this supplemental submission in camera and under seal.

WHEREAS, on February 8, 2016, Defendants submitted the required supplemental material in camera.

WHEREAS, the docket sheet indicates that Defendants have not filed their January 26 or February 8 submissions under seal. It is hereby

ORDERED, that by **February 16, 2016**, Defendants shall file the January 26 and February 8 submissions under seal. It is further

ORDERED that, by **March 10, 2016**, Plaintiff may file a Third Amended Complaint provided it reimburses Defendants \$6,040,224.06 in attorneys' fees and costs that Defendants incurred in connection with Plaintiff's efforts to obtain a bench trial by waiving its claim for damages and subsequent efforts to reverse its damages waiver. This amount consists of applicable fees and expenses of three firms representing Defendants -- Bartlit Beck Herman Palenchar & Scott LLP, Cleary Gottlieb Steen & Hamilton LLP and Gibson Dunn & Crutcher LLP -- as well as half of the requested applicable expert witness fees. The amount requested and awarded is less than the total amount of fees Defendants incurred in this case during the relevant period to account for the possibility that some work performed may not be reimbursable. It is further

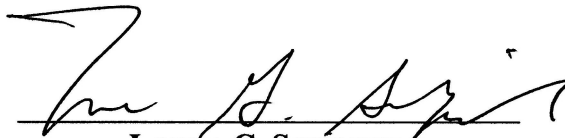
ORDERED that, Plaintiff shall file any Third Amended Complaint with the previously approved redactions on ECF, and without redactions under seal. It is further

ORDERED that Defendants shall answer any Third Amended Complaint by **March 31, 2016**, or such other date as the parties may agree upon and submit to the Court. The portion of

the December 8 Opinion requiring Plaintiff to compensate Defendants for the cost of preparing an answer to the Third Amended Complaint is vacated. It is further

ORDERED that the parties shall confer and, no later than **April 7, 2016**, shall submit a joint letter proposing trial dates and dates for other pretrial submissions, noting counterproposals where agreement could not be reached. On **April 19, 2016, at 11:00 a.m.**, the Court will hold a telephone (or if all parties agree, an in-person) conference to discuss the final schedule. At the conference, the parties shall be prepared to discuss how best to present the evidence at trial, including the presentation of expert testimony “back-to-back” by issue.

Dated: February 10, 2016
New York, New York



LORNA G. SCHOFIELD
UNITED STATES DISTRICT JUDGE